# IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
FRANCHISE GROUP, INC., et al., 1	Case No. 24-12480 (JTD)
Debtors.	(Jointly Administered)

### **AFFIDAVIT OF SERVICE**

I, James Roy, depose and say that I am employed by Kroll Restructuring Administration LLC ("Kroll"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On January 17, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

Joint Reply of Debtors and AF Newco I, LLC in Support of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, With Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [Docket No. 773] (the "Joint Reply of Debtors and AF Newco I, LLC")

<sup>&</sup>lt;sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers. to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

- Supplemental Declaration of Michael S. Piper in Further Support of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, With Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [Docket No. 774] (the "Supplemental Declaration of Michael S. Piper")
- Declaration of Andrew Behlmann in Further Support Of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, With Such Interests to Attach To the Proceeds, and (B) Granting Related Relief [Docket No. 775] (the "Declaration of Andrew Behlmann")
- Debtors' Motion for Entry of an Order Granting the Debtors Leave and Permission to File Reply in Support of the Debtors' Private Sale Motion [Docket No. 776] (the "Debtors' Motion for Leave and Permission to File Reply")
- Notice of Withdrawal of Docket No. 777 [Docket No. 778]

On January 17, 2025, at my direction and under my supervision, employees of Kroll caused the Joint Reply of Debtors and AF Newco I, LLC, the Supplemental Declaration of Michael S. Piper, the Declaration of Andrew Behlmann, and the Debtors' Motion for Leave and Permission to File Reply to be served (1) via First Class Mail on the Counterparties Service List attached hereto as **Exhibit B**, and (2) via First Class Mail and Email on AF Newco I, LLC (ADRID: 29762833), Lowenstein Sandler LLP, Attn: Andrew Behlmann, One Lowenstein Drive, Roseland, NJ 07068, abehlmann@lowenstein.com, mp@velocityrecoveries.com.

On January 17, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on (1) the Core/2002 Overnight Service List attached hereto as **Exhibit C**, and (2) the Notice Parties Service List attached hereto as **Exhibit D**:

• Amended Notice of Agenda for Hearing of Matters Scheduled for January 21, 2025 at 10:00 a.m. (ET) [Docket No. 779]

[Remainder of page intentionally left blank]

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Dated: January 23, 2025

/s/ James Roy James Roy

State of New York County of New York

Subscribed and sworn (or affirmed) to me on January 23, 2025, by James Roy, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/S/ OLEG BITMAN
Notary Public, State of New York No. 01BI6339574 Qualified in New York County Commission Expires April 4, 2028

# Exhibit A

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# Case 24-12480-JTD Doc 860 Filed 01/29/25 Page 8 of 28

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# Exhibit B

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# Exhibit B

Counterparties Service List Served via First Class Mail

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29762633	30X30 34th Street Lubbock Partners, LLC	Attn: Jennifer Janecka, 2009 Porterfield Way, Ste. P	Upland	CA	91786
29762616	4116 OBT Investments, LLC	Attn: Bill Belford, 2799 NW Second Avenue, Ste. 105	Boca Raton	FL	33431
29762615	6001 Powerline, LLC	Attn: Andrew Naumov, 1200 Wright Ave	Richmond	CA	94804
29762612	900-71, LLC	Attn: David Belford, 501 Morrison Rd., Ste. 100	Gahanna	ОН	43230
		Attn: General Counsel, 185 NW Spanish River Blvd., Ste.			
29762638	Alisan LLC and Roseff LLC	100	Boca Raton	FL	33431
29762611	Bane Holdings Tallahassee	Attn: Larry Bane, 309 Northeast, 22nd Street	Wilton Manors	FL	33305
		c/o Best Real Estate Management LLC, Attn: Elizabeth G.			
29762621	Banner Parters LLC	Rodriguez, 601 N. Mesa, Ste. 1500	El Paso	TX	79901
29762635	Boatlanding Development Co., Inc.	Attn: David Sears, 423 State St.	Bowling Green	KY	42102
29762624	Bostick Development LLC	Attn: Colleen Braun, 803 W Big Beaver, Ste. 100	Troy	MI	48084
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29762634	Brierwood Village LLC	8650 Old Kings Road S, STE 12	Jacksonville	FL	32217
29762628	Champaign Village 2, LLC	Attn: John Carson, 505 W. University Ave.	Champaign	IL	61820
29762619	Daniel P. Hagaman	5700 Laurel Ridge Road	Chattanooga	TN	37416
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29762613	DCT Presidents Drive LLC	Avenue, Suite 1110	Orlando	FL	32801
		Attn: General Counsel, Prologis 1800 Wazee Street, Suite			
29762614	DCT Presidents Drive LLC	500	Denver	CO	80202
	Donna Rainwater Reece, Larry J. Rainwater,				
29762637	R. Bryan Whitmire and Karle J. Whitmire	Attn: R. Bryan Whitmire, 6806 Rogers Ave.	Fort Smith	AR	72903
29762625	Ellis Chai, LLC	Attn: Tyler John, 70 W Hibiscus Blvd.	Melbourne	FL	32901
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29762623	EXETER 1075 COBB, LLC	Receivable Department, 100 Matsonford Rd., Ste. 250	Radnor	PA	19087
29762631	Fivel Family, LLC	Attn: John F. Sedel, 1630 Donna Drive, Ste. 101	Virginia Beach	VA	23451
		C/O Hogan Real Estate, Attn: W. Glenn Hogan, 9300			
29762636	Hogan Holdings 56, LLC	Shelbyville Rd, STE 1300	Louisville	KY	40222
29762607	Lichtefield Development Trust	Attn: Marissa Coon, 9300 Shelbyville Rd, Ste. 1300	Louisville	KY	40222

In re: Franchise Group, Inc., et al. Case No. 24-12480 (JTD)

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### Exhibit B

Counterparties Service List Served via First Class Mail

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29762626	Meredith, Inc	Attn: Craig M. Kay, 707 Virginia St. East, 15th Floor	Charleston	WV	25301
29762610	Niagara Falls 778, LLC	Attn: Steve Belford, 6649 N. High St., Ste. LL2	Worthington	ОН	43085
29762629	North Sky, LLC	Attn: Steve Belford, 6649 N. High St., Ste. LL2	Worthington	ОН	43085
29762630	North Sky, LLC	David Abdo, PO Box 478	Charleston	SC	29407
29762617	Rodi Road 501, LLC	Attn: Steve Belford, 6649 N. High St., Ste. LL2	Worthington	ОН	43085
29762627	Sav 150000 Abercorn LLC	Attn: Igor Mitnik & Oleg Mitnik, 250 Port Street	Newark	NJ	7114
29762606	SW 17th Street 1010, LLC	Attn: Steve Belford, 6649 N. High St., Ste. LL2	Worthington	ОН	43085
29762609	TLP 4782 Muhlhauser LLC	Mike Meyers, 2215 York Road, Ste. 405	Oak Brook Terrace	IL	60523
29762632	Weston SCIP 2, LLC	Attn: Josh Eig & James Asher, 4760 Richmond Rd., Ste. 200	Cleveland	ОН	44128

In re: Franchise Group, Inc., et al. Case No. 24-12480 (JTD)

# Exhibit C

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# Exhibit D

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### Exhibit D

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